

COLE, RAYWID & BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-3458

(202) 659-9750

ALAN RAYWID
(1930-1991)

OF COUNSEL
FRANCES J. CHETWYND
ELLEN S. DEUTSCH

FACSIMILE
(202) 452-0067

INTERNET
WWW.CRBLAW.COM

JOHN P. COLE, JR.
BURT A. BRAVERMAN
ROBERT L. JAMES
JOHN D. SEIVER
WESLEY R. HEPPLER
PAUL GLIST
DAVID M. SILVERMAN
JAMES F. IRELAND, III
STEVEN J. HORVITZ
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MARIA T. BROWNE
DONNA C. RATTLEY
THOMAS SCOTT THOMPSON
ADAM S. CALDWELL
SANDRA GREINER GIBBS
JAMES W. TOMLINSON
MARK S. KRISTIANSEN
CHRISTIN S. MCMELEY*
HEATHER M. WILSON
DAVID N. TOBENKIN*

July 16, 1999

99-251

RECEIVED
JUL 16 1999
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

* ADMITTED IN OKLAHOMA ONLY
* ADMITTED IN CALIFORNIA ONLY

VIA HAND DELIVERY

Magalie Roman Salas, Secretary
Federal Communications Commission
FCC - TW-A325
445 12th Street, S.W.
Washington, D.C. 20554

Attn: Pat Rawlings
Imaging Center

**Re: Transfer of Control Applications
MediaOne Group, Inc. to AT&T Corp.**

Dear Ms. Salas:

On July 15, 1999, revised FCC Forms 415 for the Operational Fixed Service Stations were with the Commission. The Public Interest Statement remained unchanged.

Enclosed are two (2) full sets of those applications filed in the referenced transaction. I hereby certify that these copies are identical to those filed on July 15th and have not been altered, except that the cover letter for each filing reflects the Mellon Bank date stamp.

Magalie Roman Salas
July 16, 1999
Page -2-

Should there be any questions concerning this matter, please do not hesitate to contact the undersigned counsel.

Sincerely,


Robert L. James

STAMP AND RETURN

COLE, RAYWID & BRAVERMAN, L.L.P.

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OFFICE OF THE SECRETARY WWW.CRB.LAW.COM

July 15, 1999

99-2511

FCC/MELLON

JUL 15 1999

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BY HAND DELIVERY

Federal Communications Commission

Transfer of Control

P. O. Box 358130

Pittsburgh, PA 15251-5130

**Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC License
WNEQ-364 -- Richmond, VA
Private Operational Fixed Microwave Service**

Ladies and Gentlemen:

Enclosed please find FCC Form 415 requesting authority for the transfer from MediaOne to AT&T Corp. of MediaOne's interest in MediaOne of Virginia, Inc. the licensee of the above-referenced facility. We are also enclosing FCC Form 159 and a check in the amount of \$45.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Wesley Heppler
Wesley R. Heppler

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX #

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **45.00**

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

MediaOne of Virginia, Inc.

(12) STREET ADDRESS LINE NO. 1

188 Inverness Drive West

(13) STREET ADDRESS LINE NO. 2

6th Floor

(14) CITY

Denver

(15) STATE

CO

(16) ZIP CODE

80112

(17) DAYTIME TELEPHONE NUMBER (include area code)

303-858-3556

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WNEQ-364

(20A) PAYMENT TYPE CODE (PTC)

P A T M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ **45.00**

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 2 0 8 2 0 0 7 1

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 5 4 1 0 5 3 7 1 9

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Westley Kay Hedgepeth

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Westley Kay Hedgepeth*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

☐ MASTERCARD

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

CHECK NO.

59242

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
22100	071599		FILING FEE/2080.48		
22100	071599	07/15/99	45.00	45.00	.00
			Check total		45.00

COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVENUE N.W.
WASHINGTON, DC 20006-3458

NATIONS BANK, N.A.
15-120-540

59242

CHECK NO.

CHECK DATE

VENDOR NO.

059242

07/15/99

FCC

PAY

CHECK AMOUNT

FORTY-FIVE AND 00/100 DOLLARS*****

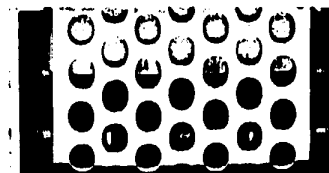
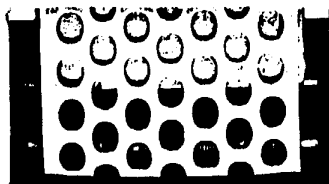
*****45.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION

Qilhi

⑈059242⑈ ⑆054001204⑆ 002086050069⑈



Security features included. Details on back.

FCC 415 Main Form	FEDERAL COMMUNICATIONS COMMISSION	Approved by OMB 3080-0747 Expires 12/31/99 Est. Avg. Burden Hours Per Response: 7 hrs.	FCC Use Only (File Number)
Application for Authorization in the Microwave Services Parts 74 and 101			FEE Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
PATM	1	45.00	\$ 45.00	

APPLICANT

1. Legal Name of Applicant MediaOne of Virginia, Inc.		2. Voice Telephone Number 303-858-3556	
3. Assumed Name Used for Doing Business (if any)		4. Fax Telephone Number 303-858-3484	
5. Mailing Address, Street or P.O. Box 188 Inverness Drive West, 6th Floor ATTENTION: Christine Page			
6. City Englewood		7. State CO	8. Zip Code 80112
9. E-mail or Internet Address		10. Taxpayer Identification Number 54-1053719	
11. Name of Contact Representative (if other than applicant) Wesley R. Heppler, Esq./Julie P. Gordy, Legal Assistant		12. Voice Telephone Number 202-659-9750	
13. Contact Representative Firm or Company Name Cole, Raywid & Braverman, L.L.P.		14. Fax Telephone Number 202-452-0067	
15. Mailing Address, Street or P.O. Box 1919 Pennsylvania Avenue, N.W., Suite 200			
16. City Washington		17. State DC	18. Zip Code 20006

CLASSIFICATION OF FILING

19. Type of Applicant (C) Individual Partnership Corporation Unincorporated Association Governmental Entity		
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) Yes No		
21. If this filing is an Amendment to a pending application: File number of Pending application: N/A	Receipt Date: N/A	22. Eligibility Rule Section 101.7
23. Service Type Code OFS		
24. Does this filing propose a waiver or exception to the Commission's Rules? "If 'yes', attach exhibit explaining circumstances." (N) Yes No		
25. Does this filing pose potential interference to Geostationary Satellite Operation? "If 'yes', attach exhibit explaining circumstances." (N) Yes No		
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification: (N) Yes No		
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: WNEQ-364 (Richmond, VA)		

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.		A request an initial authorization for a new station (all) B request authorization for modification of an existing licensed station (all) C request authorization for a minor modification (Private and Common Carrier) D request authorization to renew an existing licensed station (all) E request authorization to reinstate an expired licensed station (all) F request a full assignment of a radio station authorization (Private) G request authorization of a developmental station (Private and Common Carrier) H request authorization for transfer of control (Private) I request authorization to convert from Private to Common Carrier (Common Carrier) J request amendment to a pending application (all)	
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. N/A			
30. Number of associated applications filed as a system. N/A		31. FCC File Numbers of associated applications filed as a system, if known N/A	
32. Type of MAS Operation ()	Two-way master-remote One-way outbound One-way Inbound	Mobile meter reader Subfrequency operation Multiple master operation	33. Requested Authorization Expiration Date Month Day

POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description		35. Voice Telephone Number
5401 Staples Mill Road		804-262-4004
36. City	37. State	38. Zip code
Richmond	VA	23228

BROADCAST AUXILIARY APPLICANTS

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control?		(Y) Yes No
44. Is each station named in item 27 of this filing constructed and operational?		(Y) Yes No
45. Name of Transferee AT&T Corp.		
46. Transferee's Mailing Address, Street 32 Avenue of the Americas (1120 20th St., N.W., Washington, DC 20036)		
47. City New York	48. State NY	49. Zip code 10013

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

- If "yes", attach environmental assessment as required by 47 CFR 1.1308 and 47 CFR 1.1311

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?

() Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?

() Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

() Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

() Yes No

- If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control

If yes, attach exhibit explaining circumstances

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?

(N) Yes No

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?

(N) Yes No

60. Is this a Common Carrier corporation?

(N) Yes No

If "yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing

- If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes

61. Typed Name of Person Signing

Steve Brilz

62. Title

Assistant Secretary

63. Signature

X 

64. Date

7/14/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3080-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT


In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization
FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS Call Sign WNEQ-364	Licensee Name and Station Location MediaOne of Virginia, Inc. Richmond, VA
<p style="text-align: center;">CERTIFICATION</p> <p>I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to <u>AT&T Corp.</u> shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.</p>	
Name of Assignor (include title, if applicable) Transferor Steve Brilz, Assistant Secretary	Assignor's Signature and Date Transferor's  7/14/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

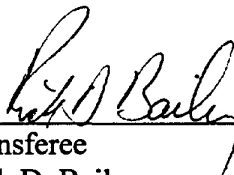
Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNEQ364 -- Richmond, VA
Private Operational Fixed Microwave Service

Ladies and Gentlemen:

This letter is to confirm that AT&T Corp. seeks authority for the transfer of control of MediaOne of Virginia, Inc., licensee of the referenced Private Operational Fixed Microwave Service station.



Transferee
Rick D. Bailey
Vice President
AT&T Corp.

STAMP AND RETURN

COLE, RAYWID & BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

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HEATHER M. WILSON
DAVID N. TOBENKIN*

*ADMITTED IN OKLAHOMA ONLY
*ADMITTED IN CALIFORNIA ONLY

July 15, 1999

BY HAND DELIVERY

Federal Communications Commission

Transfer of Control

P. O. Box 358130

Pittsburgh, PA 15251-5130

FCC/MELLON

JUL 15 1999

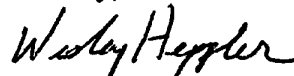
Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNTD907 -- Compton, CA
WNTH283 -- Marina Del Rey, CA
Private Operational Fixed Microwave Service

Ladies and Gentlemen:

Enclosed please find FCC Form 415 requesting authority for the transfer from MediaOne to AT&T Corp. of MediaOne's interest in MediaOne of Los Angeles, Inc. the licensee of the above-referenced facilities. We are also enclosing FCC Form 159 and a check in the amount of \$90.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,



Wesley R. Heppler

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX #

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **90.00**

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

MediaOne of Los Angeles, Inc.

(12) STREET ADDRESS LINE NO. 1

188 Inverness Drive West

(13) STREET ADDRESS LINE NO. 2

6th Floor

(14) CITY

Denver

(15) STATE

CO

(16) ZIP CODE

80112

(17) DAYTIME TELEPHONE NUMBER (include area code)

303-858-3556

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WNTD-907

(20A) PAYMENT TYPE CODE (PTC)

P A T M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ **45.00**

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

WNTH-283

(20B) PAYMENT TYPE CODE (PTC)

P A T M

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ **45.00**

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 2 0 8 2 0 0 7 1

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 0 4 2 6 5 5 2 0 3

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Westley Kay Hedgepeth

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Westley Kay Hedgepeth*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

--	--	--	--

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

COLE, RAYWID & BRAVERMAN, L.L.P.
1919 PENNSYLVANIA AVENUE N.W.
WASHINGTON, DC 20006-3458

NATIONSBANK, N.A.
15-120-540

59244

CHECK NO.
059244

CHECK DATE
07/15/99

VENDOR NO.
FCC

RAY
NINETY AND 00/100 DOLLARS*****

*****CHECK AMOUNT*****90.00

TO THE
ORDER
OF

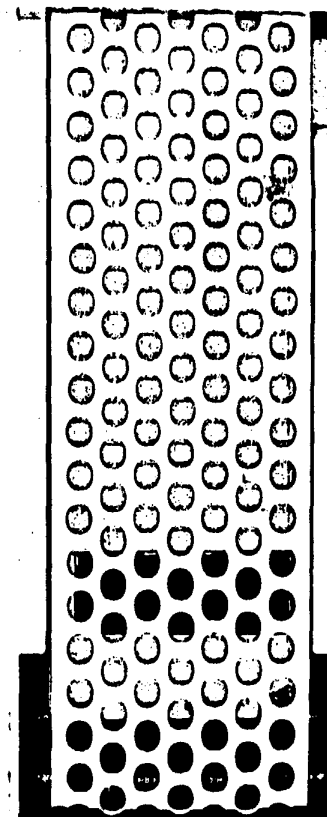
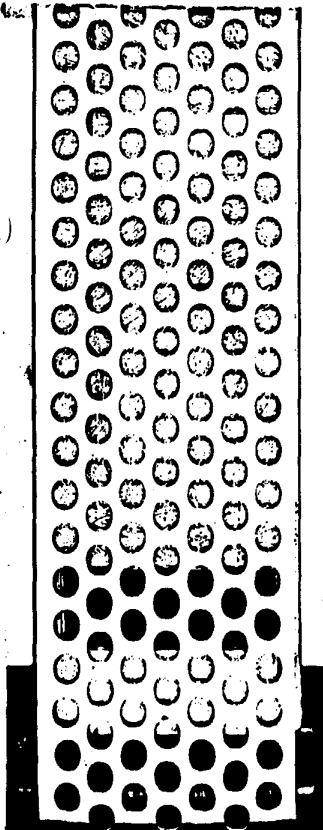
FEDERAL COMMUNICATIONS
COMMISSION

Del Ar

⑈059244⑈ ⑆054001204⑆ 002086050069⑈

000009/7/95

Security features included. Details on back.



FCC 415 Main Form	FEDERAL COMMUNICATIONS COMMISSION	Approved by OMB 3060-0747 Expires 12/31/99 Est. Avg. Burden Hours Per Response: 7 hrs.	FCC Use Only (File Number)
Application for Authorization in the Microwave Services Parts 74 and 101			FEE Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
PATM	2	45.00	\$ 90.00	

APPLICANT

1. Legal Name of Applicant MediaOne of Los Angeles, Inc.		2. Voice Telephone Number 303-858-3556	
3. Assumed Name Used for Doing Business (if any)		4. Fax Telephone Number 303-858-3484	
5. Mailing Address, Street or P.O. Box 188 Inverness Drive West, 6th Floor ATTENTION: Christine Page			
6. City Englewood		7. State CO	8. Zip Code 80112
9. E-mail or Internet Address		10. Taxpayer Identification Number 04-2655203	
11. Name of Contact Representative (if other than applicant) Wesley R. Heppler, Esq./Julie P. Gordy, Legal Assistant		12. Voice Telephone Number 202-659-9750	
13. Contact Representative Firm or Company Name Cole, Raywid & Braverman, L.L.P.		14. Fax Telephone Number 202-452-0067	
15. Mailing Address, Street or P.O. Box 1919 Pennsylvania Avenue, N.W., Suite 200			
16. City Washington		17. State DC	18. Zip Code 20006

CLASSIFICATION OF FILING

19. Type of Applicant (C) Individual Partnership Corporation Unincorporated Association Governmental Entity		
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) Yes No		
21. If this filing is an Amendment to a pending application: File number of Pending application: N/A Receipt Date: N/A	22. Eligibility Rule Section 101.7	23. Service Type Code OFS
24. Does this filing propose a waiver or exception to the Commission's Rules? *If "yes", attach exhibit explaining circumstances. (N) Yes No		
25. Does this filing pose potential interference to Geostationary Satellite Operation? *If "yes", attach exhibit explaining circumstances. (N) Yes No		
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification: (N) Yes No		
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: WNTD-907 (Compton, CA) WNTH-283 (Marina Del Rey, CA)		

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.	<table border="0"> <tr><td>A</td><td>request an initial authorization for a new station (all)</td></tr> <tr><td>B</td><td>request authorization for modification of an existing licensed station (all)</td></tr> <tr><td>C</td><td>request authorization for a minor modification (Private and Common Carrier)</td></tr> <tr><td>D</td><td>request authorization to renew an existing licensed station (all)</td></tr> <tr><td>E</td><td>request authorization to reinstate an expired licensed station (all)</td></tr> <tr><td>F</td><td>request a full assignment of a radio station authorization (Private)</td></tr> <tr><td>G</td><td>request authorization of a developmental station (Private and Common Carrier)</td></tr> <tr><td>H</td><td>request authorization for transfer of control (Private)</td></tr> <tr><td>I</td><td>request authorization to convert from Private to Common Carrier (Common Carrier)</td></tr> <tr><td>J</td><td>request amendment to a pending application (all)</td></tr> </table>	A	request an initial authorization for a new station (all)	B	request authorization for modification of an existing licensed station (all)	C	request authorization for a minor modification (Private and Common Carrier)	D	request authorization to renew an existing licensed station (all)	E	request authorization to reinstate an expired licensed station (all)	F	request a full assignment of a radio station authorization (Private)	G	request authorization of a developmental station (Private and Common Carrier)	H	request authorization for transfer of control (Private)	I	request authorization to convert from Private to Common Carrier (Common Carrier)	J	request amendment to a pending application (all)
A	request an initial authorization for a new station (all)																				
B	request authorization for modification of an existing licensed station (all)																				
C	request authorization for a minor modification (Private and Common Carrier)																				
D	request authorization to renew an existing licensed station (all)																				
E	request authorization to reinstate an expired licensed station (all)																				
F	request a full assignment of a radio station authorization (Private)																				
G	request authorization of a developmental station (Private and Common Carrier)																				
H	request authorization for transfer of control (Private)																				
I	request authorization to convert from Private to Common Carrier (Common Carrier)																				
J	request amendment to a pending application (all)																				
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. N/A																					
30. Number of associated applications filed as a system. N/A	31. FCC File Numbers of associated applications filed as a system, if known N/A																				
32. Type of MAS Operation () <table border="0"> <tr> <td><u>Two-way master-remote</u></td> <td><u>Mobile meter reader</u></td> </tr> <tr> <td><u>One-way outbound</u></td> <td><u>Subfrequency operation</u></td> </tr> <tr> <td><u>One-way Inbound</u></td> <td><u>Multiple master operation</u></td> </tr> </table>	<u>Two-way master-remote</u>	<u>Mobile meter reader</u>	<u>One-way outbound</u>	<u>Subfrequency operation</u>	<u>One-way Inbound</u>	<u>Multiple master operation</u>	33. Requested Authorization Expiration Date <table border="0"> <tr> <td>Month</td> <td>Day</td> </tr> </table>	Month	Day												
<u>Two-way master-remote</u>	<u>Mobile meter reader</u>																				
<u>One-way outbound</u>	<u>Subfrequency operation</u>																				
<u>One-way Inbound</u>	<u>Multiple master operation</u>																				
Month	Day																				

POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description 550 North Continental Boulevard, Suite 250		35. Voice Telephone Number 310-647-3000
36. City El Segundo	37. State CA	38. Zip code 90245

BROADCAST AUXILIARY APPLICANTS

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control? (Y) Yes No		
44. Is each station named in item 27 of this filing constructed and operational? (Y) Yes No		
45. Name of Transferee AT&T Corp.		
46. Transferee's Mailing Address, Street 32 Avenue of the Americas (1120 20th St., N.W., Washington, DC 20036)		
47. City New York	48. State NY	49. Zip code 10013

ENVIRONMENTAL POLICY

50 Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

- If "yes", attach environmental assessment as required by 47CFR 1.1306 and 47 CFR 1.1311

FOREIGN GOVERNMENT REPRESENTATION

51 Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52 Is the applicant an alien or the representative of an alien?

() Yes No

53 Is the applicant a corporation organized under the laws of any foreign government?

() Yes No

54 Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

() Yes No

55 Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

() Yes No

- If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control

- If yes, attach exhibit explaining circumstances

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only)

56 Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?

(N) Yes No

57 Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?

(N) Yes No

58 Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?

(N) Yes No

59 Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?

(N) Yes No

60 Is this a Common Carrier corporation?

(N) Yes No

- If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the firm's voting stock, and the percentages so held. In the case of voluntary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing

- If "yes", attach exhibit explaining circumstances

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

- See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes

61. Typed Name of Person Signing

Steve Brilz

62 Title

Assistant Secretary

63. Signature

X 

64 Date

7/14/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

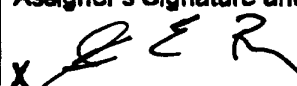
In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization

Radio Service Application Forms

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization
FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS Call Sign WNTD-907	Licensee Name and Station Location MediaOne of Los Angeles, Inc. Compton, CA
<p style="text-align: center;">CERTIFICATION</p> <p>I hereby propose the transfer assignment of all my right, title and interest in the authorization described above. Such assignment to <u>AT&T Corp.</u> transfer</p> <p>shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment. transfer</p>	
Name of Assignor (include title, if applicable) Transferor Steve Brilz, Assistant Secretary	Assignor's Signature and Date Transferor's  7/14/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

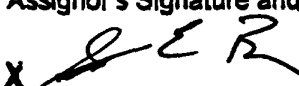
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Radio Service Application Forms

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FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS Call Sign WNTH-283	Licensee Name and Station Location MediaOne of Los Angeles, Inc. Marina Del Rey, CA
<p align="center">CERTIFICATION</p> <p>I hereby propose the transfer assignment of all my right, title and interest in the authorization described above. Such assignment to <u>AT&T Corp.</u> shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment transfer</p>	
Name of Assignor (include title, if applicable) Steve Brilz, Assistant Secretary	Assignor's Signature and Date  7/14/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507

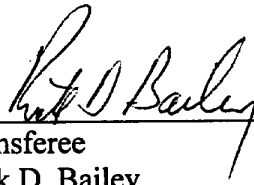
Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

**Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
 WNTD907 -- Compton, CA
 *Private Operational Fixed Microwave Service***

Ladies and Gentlemen:

This letter is to confirm that AT&T Corp. seeks authority for the transfer of control of MediaOne of Los Angeles, Inc., licensee of the referenced Private Operational Fixed Microwave Service station.



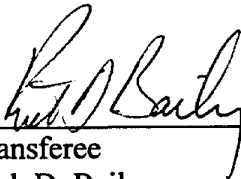
Transferee
Rick D. Bailey
Vice President
AT&T Corp.

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

**Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
 WNTH283 -- Marina Del Rey, CA
 *Private Operational Fixed Microwave Service***

Ladies and Gentlemen:

This letter is to confirm that AT&T Corp. seeks authority for the transfer of control of MediaOne of Los Angeles, Inc., licensee of the referenced Private Operational Fixed Microwave Service station.



Transferee
Rick D. Bailey
Vice President
AT&T Corp.

STAMP AND RETURN

COLE, RAYWID & BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-3458

(202) 659-9750

ALAN RAYWID
(1930-1991)

OF COUNSEL
FRANCES J. CHETWYND
ELLEN S. DEUTSCH

FACSIMILE
(202) 452-0067

INTERNET
WWW.CRBLAW.COM

JOHN P. COLE, JR.
BURT A. BRAVERMAN
ROBERT L. JAMES
JOHN D. SEIVER
WESLEY R. HEPPLER
PAUL GLIST
DAVID M. SILVERMAN
JAMES F. IRELAND, III
STEVEN J. HORVITZ
CHRISTOPHER W. SAVAGE
ANN FLOWERS
ROBERT G. SCOTT, JR.
SUSAN WHELAN WESTFALL
THERESA A. ZETERBERG
KARLYN D. STANLEY
JOHN DAVIDSON THOMAS
JOHN C. DODGE
FREDERICK W. GIROUX
GEOFFREY C. COOK
MARIA T. BROWNE
DONNA C. RATTLE
THOMAS SCOTT THOMPSON
ADAM S. CALDWELL
SANDRA GREINER GIBBS
JAMES W. TOMLINSON
MARK S. KRISTIANSEN
CHRISTIN S. MCMELEY*
HEATHER M. WILSON
DAVID N. TOBENKIN*

July 15, 1999

FCC/MELLON

JUL 15 1999

* ADMITTED IN OKLAHOMA ONLY
* ADMITTED IN CALIFORNIA ONLY

BY HAND DELIVERY

Federal Communications Commission

Transfer of Control

P. O. Box 358130

Pittsburgh, PA 15251-5130

Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNEE392 -- Long Beach, CA
WNEE393 -- Long Beach, CA
WNEE394 -- Norwalk, CA
Private Operational Fixed Microwave Service

Ladies and Gentlemen:

Enclosed please find FCC Form 415 requesting authority for the transfer from MediaOne to AT&T Corp. of MediaOne's interest in MediaOne of Lakewood, Inc. the licensee of the above-referenced facilities. We are also enclosing FCC Form 159 and a check in the amount of \$135.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,


Wesley R. Heppler

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX #

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 135.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

MediaOne of Lakewood, Inc.

(12) STREET ADDRESS LINE NO. 1

188 Inverness Drive West

(13) STREET ADDRESS LINE NO. 2

6th Floor

(14) CITY

Denver

(15) STATE

CO

(16) ZIP CODE

80112

(17) DAYTIME TELEPHONE NUMBER (include area code)

303-858-3556

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WNEE-392

(20A) PAYMENT TYPE CODE (PTC)

P A T M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 45.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

WNEE-393

(20B) PAYMENT TYPE CODE (PTC)

P A T M

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ 45.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

WNEE-394

(20C) PAYMENT TYPE CODE (PTC)

P A T M

(21C) QUANTITY

1

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

\$ 45.00

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 2 0 8 2 0 0 7 1

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 0 5 0 4 6 1 9 1 2

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Westley Kay Hedgepeth

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief.

SIGNATURE

Westley Kay Hedgepeth

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

1 2 3 4 5 6 7 8 9 10 11 12

1 2 3 4

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

COLE, RAYWID & BRAVERMAN, L.L.P.
1919 PENNSYLVANIA AVENUE N.W.
WASHINGTON, DC 20006-3458

NATIONSBANK, N.A.
15-120-540

59245

CHECK NO.
059245

CHECK DATE
07/15/99

VENDOR NO.
FCC

PAY ONE HUNDRED THIRTY-FIVE AND 00/100 DOLLARS*****

CHECK AMOUNT
\$*****135.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION

Paul N

⑈059245⑈ ⑆054001204⑆ 002086050069⑈

0900097.95

Security features included. Details on back.

FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSIONApproved by OMB
3060-0747
Expires 12/31/99
Est. Avg. Burden Hours
Per Response: 7 hrs.FCC Use Only
(File Number)**Application for Authorization in the Microwave Services**

Parts 74 and 101

FEE Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
PATM	3	45.00	\$ 135.00	

APPLICANT

1. Legal Name of Applicant MediaOne of Lakewood, Inc.		2. Voice Telephone Number 303-858-3556	
3. Assumed Name Used for Doing Business (if any)		4. Fax Telephone Number 303-858-3484	
5. Mailing Address, Street or P.O. Box 188 Inverness Drive West, 6th Floor ATTENTION: Christine Page			
6. City Englewood		7. State CO	8. Zip Code 80112
9. E-mail or Internet Address		10. Taxpayer Identification Number 05-0461912	
11. Name of Contact Representative (if other than applicant) Wesley R. Heppler, Esq./Julie P. Gordy, Legal Assistant		12. Voice Telephone Number 202-659-9750	
13. Contact Representative Firm or Company Name Cole, Raywid & Braverman, L.L.P.		14. Fax Telephone Number 202-452-0067	
15. Mailing Address, Street or P.O. Box 1919 Pennsylvania Avenue, N.W., Suite 200			
16. City Washington		17. State DC	18. Zip Code 20006

CLASSIFICATION OF FILING

19. Type of Applicant (C) Individual Partnership Corporation Unincorporated Association Governmental Entity			
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) Yes No			
21. If this filing is an Amendment to a pending application: File number of Pending application: N/A		22. Eligibility Rule Section 101.7	23. Service Type Code OFS
24. Does this filing propose a waiver or exception to the Commission's Rules? "If 'yes', attach exhibit explaining circumstances.		(N) Yes No	
25. Does this filing pose potential interference to Geostationary Satellite Operation? "If 'yes', attach exhibit explaining circumstances.		(N) Yes No	
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification:		(N) Yes No	
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: WNEE-392 (Long Beach, CA) WNEE-393 (Long Beach, CA) WNEE-394 (Norwalk, CA)			

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.		A request an initial authorization for a new station (all) B request authorization for modification of an existing licensed station (all) C request authorization for a minor modification (Private and Common Carrier) D request authorization to renew an existing licensed station (all) E request authorization to reinstate an expired licensed station (all) F request a full assignment of a radio station authorization (Private) G request authorization of a developmental station (Private and Common Carrier) H request authorization for transfer of control (Private) I request authorization to convert from Private to Common Carrier (Common Carrier) J request amendment to a pending application (all)	
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. N/A			
30. Number of associated applications filed as a system. N/A		31. FCC File Numbers of associated applications filed as a system, if known N/A	
32. Type of MAS Operation ()	Two-way master-remote One-way outbound One-way Inbound	Mobile meter reader Subfrequency operation Multiple master operation	33. Requested Authorization Expiration Date Month Day

POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description		35. Voice Telephone Number
550 North Continental Boulevard, Suite 250		310-647-3000
36. City	37. State	38. Zip code
El Segundo	CA	90245

BROADCAST AUXILIARY APPLICANTS

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control?		(Y) Yes No
44. Is each station named in item 27 of this filing constructed and operational?		(Y) Yes No
45. Name of Transferee AT&T Corp.		
46. Transferee's Mailing Address, Street 32 Avenue of the Americas (1120 20th St., N.W., Washington, DC 20036)		
47. City New York	48. State NY	49. Zip code 10013

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

- If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?

() Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?

() Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

() Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

() Yes No

- If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control

* If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?

(N) Yes No

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?

(N) Yes No

60. Is this a Common Carrier corporation?

- If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the firm's voting stock and the percentages so held in the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, the additional exhibit is not required with this filing.

(N) Yes No

* If "yes", attach exhibit explaining circumstances

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

-See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes

61. Typed Name of Person Signing

Steve Brilz

62. Title

Assistant Secretary

63. Signature

X 

64. Date

7/14/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

- 1 The present licensee completes the information requested below.
- 2 This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

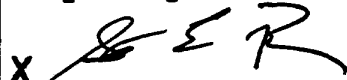
In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization

Radio Service Application Forms

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization
FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS Call Sign WNEE-392	Licensee Name and Station Location MediaOne of Lakewood, Inc. Long Beach, CA
<p style="text-align: center;">CERTIFICATION</p> <p>I hereby propose the transfer assignment of all my right, title and interest in the authorization described above. Such assignment to Al&T Corp.</p> <p>shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.</p>	
Name of Assignor (include title, if applicable) Transferor Steve Brilz, Assistant Secretary	Assignor's Signature and Date Transferor's  7/14/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership

1. The present licensee completes the information requested below.
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INVOLUNTARY ASSIGNMENT

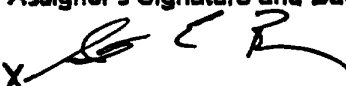
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FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS	Licensee Name and Station Location MediaOne of Lakewood, Inc. Long Beach, CA
Call Sign WNEE-393	
<p align="center">CERTIFICATION</p> <p>I hereby propose the <u>transfer</u> of all my right, title and interest in the authorization described above. Such assignment to <u>AT&T Corp.</u> shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.</p>	
Name of Assignor (include title, if applicable) Steve Brilz, Assistant Secretary	Assignor's Signature and Date  7/14/99

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FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

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In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

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FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS Call Sign WNEE-394	Licensee Name and Station Location MediaOne of Lakewood, Inc. Norwalk, CA
<p style="text-align: center;">CERTIFICATION</p> <p>I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to <u>AT&T Corp.</u> transfer</p> <p>shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment. transfer</p>	
Name of Assignor (include title, if applicable) Transferor Steve Brilz, Assistant Secretary	Assignor's Signature and Date Transferor's  7/14/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

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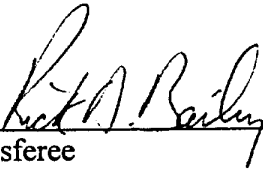
Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNEE392 Long Beach, CA
Private Operational Fixed Microwave Service

Ladies and Gentlemen:

This letter is to confirm that AT&T Corp. seeks authority for the transfer of control of MediaOne of Lakewood, Inc., licensee of the referenced Private Operational Fixed Microwave Service station.



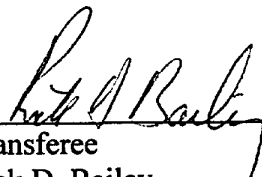
Transferee
Rick D. Bailey
Vice President
AT&T Corp.

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNEE393 Long Beach, CA
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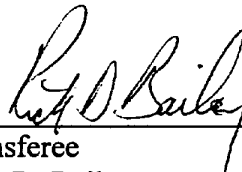
Transferee
Rick D. Bailey
Vice President
AT&T Corp.

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNEE394 Norwalk, CA
Private Operational Fixed Microwave Service

Ladies and Gentlemen:

This letter is to confirm that AT&T Corp. seeks authority for the transfer of control of MediaOne of Lakewood, Inc., licensee of the referenced Private Operational Fixed Microwave Service station.

A handwritten signature in cursive script, reading "Rick D. Bailey", is written over a horizontal line.

Transferee
Rick D. Bailey
Vice President
AT&T Corp.

STAMP AND RETURN

COLE, RAYWID & BRAVERMAN, L.L.P.

JOHN P. COLE, JR.
BURT A. BRAVERMAN
ROBERT L. JAMES
JOHN D. SEIVER
WESLEY R. HEPPLER
PAUL GLIST
DAVID M. SILVERMAN
JAMES F. IRELAND, III
STEVEN J. HORVITZ
CHRISTOPHER W. SAVAGE
ANN FLOWERS
ROBERT G. SCOTT, JR.
SUSAN WHELAN WESTFALL
THERESA A. ZETERBERG
KARLYN D. STANLEY
JOHN DAVIDSON THOMAS
JOHN C. DODGE
FREDERICK W. GIROUX
GEOFFREY C. COOK
MARIA T. BROWNE
DONNA C. RATTLE
THOMAS SCOTT THOMPSON
ADAM S. CALDWELL
SANDRA GREINER GIBBS
JAMES W. TOMLINSON
MARK S. KRISTIANSEN
CHRISTIN S. MCMELEY*
HEATHER M. WILSON
DAVID N. TOBENKIN*

*ADMITTED IN OKLAHOMA ONLY
*ADMITTED IN CALIFORNIA ONLY

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-3458

(202) 659-9750

July 15, 1999

ALAN RAYWID
(1930-1991)

OF COUNSEL
FRANCES J. CHETWYND
ELLEN S. DEUTSCH

FACSIMILE
(202) 452-0067

INTERNET
WWW.CRBLAW.COM

FCC/MELLON

JUL 15 1999

BY HAND DELIVERY

Federal Communications Commission

Transfer of Control

P. O. Box 358130

Pittsburgh, PA 15251-5130

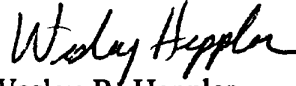
Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNER967 -- Decatur, GA
WNES554 -- Atlanta, GA
Private Operational Fixed Microwave Service

Ladies and Gentlemen:

Enclosed please find FCC Form 415 requesting authority for the transfer from MediaOne to AT&T Corp. of MediaOne's interest in MediaOne of Colorado, Inc. the licensee of the above-referenced facilities. We are also enclosing FCC Form 159 and a check in the amount of \$90.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,


Wesley R. Heppler

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX #

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 90.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (Include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

MediaOne of Colorado, Inc.

(12) STREET ADDRESS LINE NO. 1

188 Inverness Drive West

(13) STREET ADDRESS LINE NO. 2

6th Floor

(14) CITY

Denver

(15) STATE

CO

(16) ZIP CODE

80112

(17) DAYTIME TELEPHONE NUMBER (Include area code)

303-858-3556

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WNER-967

(20A) PAYMENT TYPE CODE (PTC)

P A T M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 45.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

WNES-554

(20B) PAYMENT TYPE CODE (PTC)

P A T M

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ 45.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 2 0 8 2 0 0 7 1

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 8 4 1 2 4 2 2 6 9

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Westley Kay Hedgepeth

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Westley Kay Hedgepeth*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

COLE, RAYWID & BRAVERMAN, L.L.P.
1919 PENNSYLVANIA AVENUE N.W.
WASHINGTON, DC 20006-3458

NATIONSBANK, N.A.
15-120-540

59243

CHECK NO.	CHECK DATE	VENDOR NO.
059243	07/15/99	FCC

PAY
NINETY AND 00/100 DOLLARS*****

CHECK AMOUNT
\$*****90.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION

Bill Ar

⑈059243⑈ ⑆054001204⑆ 002086050069⑈

090907-95

Security features included. Details on back.

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.	<table style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20px;">A</td><td>request an initial authorization for a new station (all)</td></tr> <tr><td>B</td><td>request authorization for modification of an existing licensed station (all)</td></tr> <tr><td>C</td><td>request authorization for a minor modification (Private and Common Carrier)</td></tr> <tr><td>D</td><td>request authorization to renew an existing licensed station (all)</td></tr> <tr><td>E</td><td>request authorization to reinstate an expired licensed station (all)</td></tr> <tr><td>F</td><td>request a full assignment of a radio station authorization (Private)</td></tr> <tr><td>G</td><td>request authorization of a developmental station (Private and Common Carrier)</td></tr> <tr><td>H</td><td>request authorization for transfer of control (Private)</td></tr> <tr><td>I</td><td>request authorization to convert from Private to Common Carrier (Common Carrier)</td></tr> <tr><td>J</td><td>request amendment to a pending application (all)</td></tr> </table>	A	request an initial authorization for a new station (all)	B	request authorization for modification of an existing licensed station (all)	C	request authorization for a minor modification (Private and Common Carrier)	D	request authorization to renew an existing licensed station (all)	E	request authorization to reinstate an expired licensed station (all)	F	request a full assignment of a radio station authorization (Private)	G	request authorization of a developmental station (Private and Common Carrier)	H	request authorization for transfer of control (Private)	I	request authorization to convert from Private to Common Carrier (Common Carrier)	J	request amendment to a pending application (all)
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H	request authorization for transfer of control (Private)																				
I	request authorization to convert from Private to Common Carrier (Common Carrier)																				
J	request amendment to a pending application (all)																				
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. N/A																					
30. Number of associated applications filed as a system. N/A	31. FCC File Numbers of associated applications filed as a system, if known N/A																				
32. Type of MAS Operation ()	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;"><u>Two-way master-remote</u></td> <td style="width: 33%;"><u>Mobile meter reader</u></td> <td style="width: 34%;"></td> </tr> <tr> <td><u>One-way outbound</u></td> <td><u>Subfrequency operation</u></td> <td></td> </tr> <tr> <td><u>One-way Inbound</u></td> <td><u>Multiple master operation</u></td> <td></td> </tr> </table>	<u>Two-way master-remote</u>	<u>Mobile meter reader</u>		<u>One-way outbound</u>	<u>Subfrequency operation</u>		<u>One-way Inbound</u>	<u>Multiple master operation</u>												
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<u>One-way outbound</u>	<u>Subfrequency operation</u>																				
<u>One-way Inbound</u>	<u>Multiple master operation</u>																				
33. Requested Authorization Expiration Date <div style="display: flex; justify-content: space-between;"> Month Day </div>																					

POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description 2925 Courtyards Drive		35. Voice Telephone Number 770-559-2424
36. City Norcross	37. State GA	38. Zip code 30071

BROADCAST AUXILIARY APPLICANTS

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control? (Y) Yes No		
44. Is each station named in item 27 of this filing constructed and operational? (Y) Yes No		
45. Name of Transferee AT&T Corp.		
46. Transferee's Mailing Address, Street 32 Avenue of the Americas (1120 20th St., N.W., Washington, DC 20036)		
47. City New York	48. State NY	49. Zip code 10013

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

• If "yes", attach environmental assessment as required by 47 CFR 1.1308 and 47 CFR 1.1311

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?

() Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?

() Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

() Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

() Yes No

• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

"If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?

(N) Yes No

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?

(N) Yes No

60. Is this a Common Carrier corporation?

If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the firm's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing.

(N) Yes No

• If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

"See 47 CFR 1.2002(p) for the meaning of "party to the application" for these purposes

61. Typed Name of Person Signing

Steve Brilz

62. Title

Assistant Secretary

63. Signature

X 

64. Date

7/14/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

- 1 The present licensee completes the information requested below.
- 2 This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

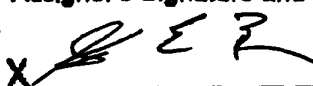
In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization
FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS Call Sign WNER-967	Licensee Name and Station Location MediaOne of Colorado, Inc. Decatur, GA
<p style="text-align: center;">CERTIFICATION</p> <p>I hereby propose the assignment ^{transfer} of all my right, title and interest in the authorization described above. Such assignment to AT&T Corp. transfer</p> <p>shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment. transfer</p>	
Name of Assignor (include title, if applicable) Transferor	Assignor's Signature and Date Transferor's
Steve Brilz, Assistant Secretary	 7/14/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3080-0127
See below for public
burden estimate

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Commission Rules

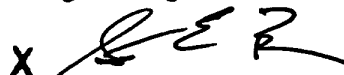
47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION

Radio Service	Licensee Name and Station Location
OFS	MediaOne of Colorado, Inc.
Call Sign	Atlanta, GA
WNES-554	

CERTIFICATION

I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to AT&T Corp. shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.

Name of Assignor (include title, if applicable) Transferor	Assignor's Signature and Date Transferor's
Steve Brilz, Assistant Secretary	X  7/14/99

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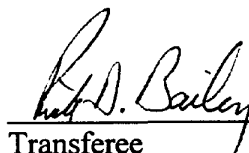
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Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

**Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
 WNER967 -- Decatur, GA
 *Private Operational Fixed Microwave Service***

Ladies and Gentlemen:

This letter is to confirm that AT&T Corp. seeks authority for the transfer of control of MediaOne of Colorado, Inc., licensee of the referenced Private Operational Fixed Microwave Service station.

A handwritten signature in dark ink, appearing to read "Rick D. Bailey", is written over a horizontal line.

Transferee
Rick D. Bailey
Vice President
AT&T Corp.

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325

**Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
 WNES554 -- Atlanta, GA
 *Private Operational Fixed Microwave Service***

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Rick D. Bailey
Vice President
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